

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

ATTY. DOCKET: NYBASED

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Marisa Christina Apparel, Inc.

- Individual(s)
- General Partnership
- Corporation-State (Delaware)
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 28, 2001

2. Name and address of receiving party(ies)

Name: NYBASED, LLC

Internal

Address:

Street Address: 441 West End Avenue

City: New York State: NY Zip: 10024

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other New York Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,511,819

2,048,487, 2,476,841

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Joshua Broitman

Internal Address:

Ostrager Chong & Flaherty LLP

Street Address: 825 Third Avenue

City: New York State: NY Zip: 10022-7519

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

15-0699

TITLE:

DO NOT USE THIS SPACE

9. Signature.

Joshua S. Broitman

Name of Person Signing



Signature

November 22, 2002

Date

Total number of pages including cover sheet, attachments, and document:

3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is effective as of the 28th day of December, 2001, ("Effective Date"), from MARISA CHRISTINA APPAREL, INC., a Delaware corporation, having its principal office at 1410 Broadway, 20th Floor, New York, New York 10018 ("Assignor"), to NYBASED, LLC, a New York limited liability company, having its principal office at 485 Seventh Avenue, New York, New York 10018 ("Assignee").

WHEREAS, Assignor is the owner of the following trademarks now registered in the United States Patent and Trademark Office:

Trademark	Registration No.	Date of Registration
NYBased	2511819	11/27/2001
NYBased (Design)	2048487	03/25/1997
NYBasics	2476841	08/07/2001

The trademarks "NYBased" and "NYBasics" are hereinafter referred to collectively as the "Trademarks";

WHEREAS, Assignee wishes to acquire from Assignor all of its right, title and interest in, to and under such Trademarks;

NOW, THEREFORE, for good and valuable consideration, including that recited in the Asset Purchase Agreement, dated as of December 28 2001 (the "Purchase Agreement"), to which Assignor and Assignee, are parties, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, transfers and conveys to Assignee, its successors and assigns forever, Assignor's entire right, title and interest in, to the following:

1. The Trademarks, together with that part of the goodwill of Assignor's business connected with the use thereof and symbolized thereby, and the registration thereof, and any and all of Assignor's other rights, privileges and priorities provided under United States, state or foreign law with respect to the Trademarks, including without limitation Assignor's right to sue for past infringement, as well as Assignor's common-law rights and rights under the laws of unfair competition ("Transferred Rights"); and

2. Any and all of Assignor's rights to obtain renewal, reissues, and extensions of registrations or other legal protections pertaining to the Transferred Rights.

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IN WITNESS WHEREOF, the undersigned have caused this Assignment to be duly executed and delivered as of the 20th day of December, 2001

ASSIGNEE:

NYBASED, LLC

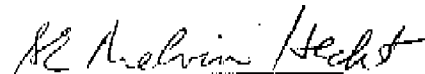
By: 

Name: Leonard Wassner

Title: Managing Member

ASSIGNOR:

MARISA CHRISTINA APPAREL, INC.

By: 

Name: S.E. Melvin Hecht

Title: CFO


Notary Public

DAVID R. SWARTHOUT
NOTARY PUBLIC, STATE OF NEW YORK
NO. 025W6057648
QUALIFIED IN QUEENS COUNTY
COMMISSION EXPIRES APRIL 23, 2003

OSTRAGER CHONG & FLAHERTY

LIMITED LIABILITY PARTNERSHIP

COUNSELLORS AT LAW

825 THIRD AVENUE

NEW YORK, NEW YORK 10022-7519

(212) 826-6565

FAX: (212) 826-5909

FACSIMILE TRANSMISSION

DATE : November 22, 2002

TO : **U.S. Patent and Trademark Office**
Assignment Division

FAX NO. : **(703) 306-5995**

FROM : Joshua S. Broitman

RE : Assignment Recordation - NYBASED

NUMBER OF PAGES (INCL. THIS SHEET): 4. IF YOU DID NOT RECEIVE ALL PAGES OF THE INTENDED TRANSMISSION, PLEASE CALL THE SENDER AT (212) 826-6565.

MESSAGE: Enclosed for recordation is Form PTO-1594: Recordation Form Cover Sheet (1 pages) and an executed Assignment (2 pages). The Cover Sheet authorizes a charge of \$90.00 to our deposit account to cover the fee for recordation. The Commissioner is authorized to charge any additional fees that may be required by this filing, or to credit any overpayment, to our Deposit Account No. 15-0699.

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